

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHOENIX LIGHT SF LIMITED, in its own right and the right of BLUE HERON FUNDING V LTD., BLUE HERON FUNDING VI LTD., BLUE HERON FUNDING VII LTD., BLUE HERON FUNDING IX LTD., KLEROS PREFERRED FUNDING V PLC, SILVER ELMS CDO PLC, SILVER ELMS CDO II LIMITED, C-BASS CBO XVII LTD. and C-BASS CBO XIV LTD., and each of BLUE HERON FUNDING V LTD., BLUE HERON FUNDING VI LTD., BLUE HERON FUNDING VII LTD., BLUE HERON FUNDING IX LTD., KLEROS PREFERRED FUNDING V PLC, SILVER ELMS CDO PLC and SILVER ELMS CDO II LIMITED, in their own right,

Plaintiffs,

v.

THE BANK OF NEW YORK MELLON, as Trustee,
Defendant.

Case No. 14-cv-10104-VEC

DECLARATION OF MATTHEW D. INGBER

Pursuant to 28 U.S.C. § 1746, Matthew D. Ingber, Esq. hereby declares:

1. I am a member of the Bar of this Court and a partner at the law firm Mayer Brown LLP, counsel for The Bank of New York Mellon (“BNYM”). I respectfully submit this declaration in support of BNYM’s Motion to Dismiss, dated February 27, 2015.

2. Attached hereto as Exhibit A is a true and complete copy of the Institutional Investor Agreement that was attached as Exhibit C to the Verified Petition filed in *In re the application of BNYM*, No. 651786/2011 (Sup. Ct. N.Y. Cnty.) on June 29, 2011.

3. Attached hereto as Exhibit B is a true and complete copy of Article Six of Am. Bar Found., *Corporate Debt Fin. Project, Commentaries On Model Debenture Indenture Provisions* 249 (1971).

I declare under the penalty of perjury that the foregoing is true and correct. Executed on the 27th day of February, 2015 in New York, New York.

/s/ Matthew D. Ingber
Matthew D. Ingber